

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE ENGAGEMENT AND FEE LETTERS
RELATED TO EXIT FINANCING IN REDACTED FORM AND/OR UNDER SEAL

("EXIT FINANCING ENGAGEMENT AND FEE LETTERS REDACTION AND
UNDER SEAL ORDER")

Upon the ex parte application, dated November 6, 2007 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an Order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Authorizing Debtors To File Engagement And Fee Letters Related To Exit Financing Arrangements In Redacted Form And/Or Under Seal; and it appearing that pursuant to Fed. R. Bankr. P. 9018 no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, Delphi is authorized to file the Engagement Letter¹ in redacted form and any Fee Letter delivered to the Debtors therewith under seal.
3. The unredacted Engagement Letter and any Fee Letter delivered to the Debtors in connection therewith (as well as any information derived from any such Fee Letter or any redacted portion of the Engagement Letter) shall remain confidential, be filed under seal, and shall be served on and made available only to (a) the U.S. Trustee, (b) counsel to the Statutory Committees, and (c) such other parties as ordered by this Court.
4. Except as otherwise agreed to by the Debtors and Engagement Parties, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Exhibits shall be filed under seal and served only on those parties authorized to receive the Exhibits as provided for in paragraph 3 of this Order.
5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

6. This Court retains jurisdiction to enforce this Order and the confidentiality of the Engagement and Fee Letters and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
November 7, 2007

/s/ Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE